

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:)	Chapter 11
)	Case No. 08-35653-KRH
CIRCUIT CITY STORES, INC.,)	Jointly Administered
<u>et al.</u> ,)	
)	NOTICE OF TRANSFER OF
)	CLAIM OTHER THAN FOR
)	<u>SECURITY</u>
Debtors.)	
<hr/>		Bankruptcy Rule 3001(e)(2)

PLEASE TAKE NOTICE that the claim of **CC PHILADELPHIA 98, L.L.C.**, (the "Transferor") against Debtor Circuit City Stores, Inc., designated as Claim No. 5059 in the amount of \$67,122.22 have been transferred and assigned other than for security to **CMAT 1999-C2 BUSTLETON AVENUE LIMITED PARTNERSHIP** (the "Transferee"), pursuant to the Assignment of Claim executed by the Transferor, a true and correct copy of which is attached hereto as **Exhibit A** (the "Assignment").

The undersigned hereby submits this Notice and the Assignment as evidence of the transfer pursuant to Rule 3001(e)(2) of the Federal Rules of Bankruptcy Procedure, of all rights, title and interest in and to the claim originally held by **CC PHILADELPHIA 98, L.L.C.** to **CMAT 1999-C2 BUSTLETON AVENUE LIMITED PARTNERSHIP**. The Clerk of the Court and claims agent Kurtzman Carson Consultants LLC are each authorized to change the address on Claim No. 5059 filed by Transferor to that of the Transferee listed below.

TRANSFEROR:

CC PHILADELPHIA 98, L.L.C.
c/o Simon Marciano, Esq.
Neuberger, Quinn, Gielen, Rubin & Gibber, P.A.
One South Street, 27th Floor
Baltimore, MD 21202

TRANSFeree:

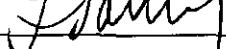
CMAT 1999-C2 BUSTLETON AVENUE LIMITED PARTNERSHIP
c/o Mindy A. Mora, Esq.
Bilzin Sumberg Baena Price & Axelrod LLP
200 South Biscayne Blvd., Suite 2500
Miami, Florida 33131



I declare under penalty of perjury that the foregoing is true and correct and that this declaration is executed on June 12, 2009 at Miami Beach, Florida.

CMAT 1999-C2 BUSTLETON AVENUE LIMITED PARTNERSHIP

By: LNR Partners, Inc., its Manager

By: 

Name: Larry Golinsky

Title: VICE president

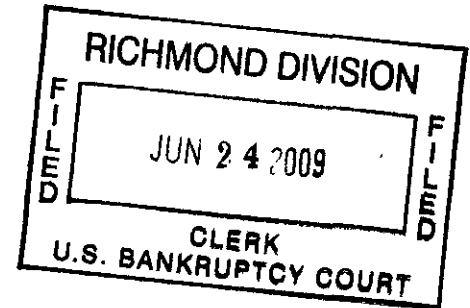


Luisa M. Flores
Direct Dial: 305-350-7205
Direct Fax: 305-351-2271
E-mail: lflores@bilzin.com

VIA FEDERAL EXPRESS

June 23, 2009

United States Bankruptcy Court
Eastern District of Virginia
701 East Broad Street
Richmond, VA 23219-1888



Re: **In re: Circuit City Stores, Inc., et al., Case No. 08-35653**

Dear Clerk:

Enclosed please find eight (8) *Notices of Transfer of Claim Other than for Security* for filing in the above-referenced bankruptcy case.

Please note that copies of these Notices are simultaneously being filed with the Claims Processing Dept. of Kurtzman Carson Consultants LLC.

We have also enclosed a separate copy of each notice. Please date, stamp and return to us in the self addressed, postage prepaid envelope that has been provided for your convenience.

Should you have any questions or comments regarding any of the foregoing, please feel free to contact me.

Respectfully submitted,

Luisa M. Flores
Sr. Bankruptcy Paralegal

Enclosure

ASSIGNMENT OF CLAIM

CC PHILADELPHIA 98, L.L.C., a Delaware limited liability company ("Assignor") for good and valuable consideration, hereby absolutely and unconditionally assigns to **CMAT 1999-C2 BUSTLETON AVENUE LIMITED PARTNERSHIP**, a Delaware limited partnership ("Assignee") all of its interest in (1) that certain claim filed by or on behalf of Assignor in the bankruptcy of Circuit City Stores, Inc., or any of its affiliates (collectively, "**CCS**") pending in the United States Bankruptcy Court for the Eastern District of Virginia, Case No. 08-35653, Claim No. 5059, filed on January 21 2009, which evidences a claim in the amount of \$67,122.22, a copy of which is attached hereto as **Exhibit A**; and (2) any and all other claims which Assignor has against CCS in any and all respects. Assignor agrees that, in the event Assignor receives any payments or distributions with respect to any such claims after the date hereof, Assignor shall accept the same as Assignee's agent and shall hold the same in trust on behalf of, and for the sole benefit of, Assignee and shall promptly deliver the same to Assignee.


IN WITNESS WHEREOF, the undersigned has duly executed this Assignment of Claim by its duly authorized representative this 5th day of May, 2009.

CC PHILADELPHIA 98, L.L.C., a Delaware limited liability company

By: Lucknow G.P., Inc., a Maryland corporation,
Manager

By: Robert P. Legg
Robert P. Legg, Vice President

B 30 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA		PROOF OF CLAIM
<p style="text-align: center;">Debtor against which claim is asserted: (Check only <u>one</u> box below:)</p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655) <input type="checkbox"/> Vantec International, Inc. (Case No. 08-35656) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) <input type="checkbox"/> CCC Aviation, LLC (Case No. 08-35658) </div> <div style="width: 33%;"> <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660) <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) <input type="checkbox"/> Kinco Technology, LLC (Case No. 08-35663) <input type="checkbox"/> Conroybowl, LLC (Case No. 08-35664) </div> <div style="width: 33%;"> <input type="checkbox"/> Abbot Advertising, Inc. (Case No. 08-35665) <input type="checkbox"/> Meyland MN, LLC (Case No. 08-35666) <input type="checkbox"/> Palopore Design, Inc. (Case No. 08-35667) <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) <input type="checkbox"/> X5Staff, LLC (Case No. 08-35669) <input type="checkbox"/> FRAHE, INC. (Case No. 08-35670) </div> </div>		
<p><small>NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(c).</small></p>		
<p>Name of Creditor (the person or other entity to whom the debtor owes money or property): CC Philadelphia 98 L.L.C.</p> <p>Name and address where notices should be sent: Neuberger, Quinn, Gielen, Rubin & Gibber, P.A. One South Street, 27th Floor Baltimore, MD 21202 Attn: Simon Marciano, Esquire</p> <p style="text-align: right;">Telephone number: 410-332-8514</p>	<p><input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.</p> <p>Court Claim Number: _____ (if known)</p> <p>Filed on: 1/21/09</p>	
<p>Name and address where payment should be sent (if different from above): LNR Partners Real Estate Finance and Servicing Group 1801 Washington Ave. Miami Beach, FL 33139 Attn: Dmitri Sulevsky</p> <p style="text-align: right;">Telephone number: 305-695-5099</p>	<p><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</p> <p><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.</p>	
<p>1. Amount of Claim as of Date Case Filed: \$ 1,443,520.29</p> <p><small>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.</small></p> <p><small>If all or part of your claim is entitled to priority, complete item 5.</small></p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p>	<p>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</p> <p>Specify the priority of the claim.</p> <p><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).</p> <p><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)().</p> <p style="text-align: right;">Amount entitled to priority: \$ _____</p> <p><small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small></p>	
<p>2. Basis for Claim: Unpaid lease payments rejected lease see attached summary (See instruction #2 on reverse side.)</p> <p>3. Last four digits of any number by which creditor identifies debtor: 3876</p> <p>3a. Debtor may have scheduled account as: see attached summary (See instruction #3a on reverse side.)</p>	<p>FOR COURT USE ONLY</p>	
<p>4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other</p> <p>Describe:</p> <p>Value of Property: \$ _____ Annual Interest Rate: %</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</p>		
<p>6. Credit: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p> <p>7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)</p> <p>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:</p>		
<p>Date: 3/27/09</p> <p></p>	<p>Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.</p>	

Penalty for presenting fraudulent claim: Fines of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 132 and 3571.

**Summary of Claims of CC Philadelphia 98 L.L.C. against Circuit City Stores, Inc.
as of November 10, 2008**

The following is a summary of the sources of claims by CC Philadelphia 98 L.L.C. ("**Creditor**") against Circuit City Stores, Inc. ("**Debtor**") set forth in Box 1 of the attached Proof of Claim form. Creditor and Debtor are parties to that certain Lease between Circuit City Stores, Inc. as Tenant and CC Philadelphia 98 L.L.C., as Landlord dated May 29, 2008, as amended by a First Amendment to Lease dated March 1, 2004, for the property known as 7207 Bustleton Road and located in Philadelphia, Pennsylvania (the "**Lease**"), which Lease commenced on May 29, 1998 and extends through May 31, 2020 (the "**Initial Term**").

Pursuant to Section 4 of the Lease and Exhibit B attached thereto, Debtor is obligated to make equal monthly payments of base rent in arrears on the last day of each month at an annual rate of \$604,100.00. Debtor failed to make the base rent payment for the months of October and November, which were due on October 31, 2008 and November 30, 2008, respectively. Debtor filed for bankruptcy protection on November 10, 2008.

Based on the foregoing, the total base rent due to Creditor, but uncollected for the period prior to the Debtor's bankruptcy petition, is \$67,122.22. This is equal to the sum of (i) one month's base rent of \$50,341.67 for the month of October; and (ii) the prorated amount of November Rent for the period of November 1-10, which is equal to \$16,780.56. The sum of the foregoing (the "**Rent Claim**") by Creditor against Debtor are \$67,122.22.

In addition, Creditor is entitled to lease rejection damage claims (the "**Damage Claim**") equal to the greater of (i) one year's total rent; or (ii) 15% of the total rents due under the Lease from the date of the Debtor's petition filing, November 10, 2008 (the "**Petition Date**"), through the Lease term, June 1, 2020 (the "**Termination Date**"). In this case, because the Lease term exceeds 80 months, the Damage Claims will be equal to the 15% figure set forth in (ii) above, which will be greater than one year's total rents.

The period between the Petition Date and Termination Date is 138.67 months (the "**Rejection Term**"). Monthly Base Rent for that period is \$50,341.67. Monthly Additional Rent (as hereinafter defined) for that period is \$15,829.73. The total monthly rent is \$66,171.39. The total rents due for the Rejection Term of 138.67 months is \$9,175,987.11. 15% of that amount, which is the total Damage Claim, is \$1,376,398.07. The total of the Damage Claim and Rent Claims set forth on the Proof of Claim is \$1,443,520.29.

As used herein, Monthly Additional Rent is equal to the monthly share of the annual amount of (i) insurance; (ii) real property taxes; and (iii) common area maintenance ("**CAM**") fees. Insurance and real property taxes used in calculating

Additional Monthly Rent were those amounts billed in 2008. CAM fees are estimated at \$1.25 per sq. ft. of space on the subject property.

The Lease documents are too voluminous to attach to the Proof of Claim; however, copies of documents can be obtained by contacting:

Simon Marciano, Esquire
Neuberger, Quinn, Gielen, Rubin & Gibber, P.A.
One South Street, 27th Floor
Baltimore, Maryland 21202
Tel (410)-332-8514

BOX 3A INFORMATION.

Please note that the Creditor is listed on Debtor's Schedule of Assets and Liabilities as:
CC Philadelphia 98, L.L.C.
Attn: Robert P. Legg
C/O Lucknow Associates
4025 Crooked Hill Road
Harrisburg, PA 17110